

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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: In re : Chapter 11  
: :  
: DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
: :  
: Debtors. : (Jointly Administered)  
: :  
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ORDER UNDER BANKRUPTCY CODE SECTION 107(b)  
AND FED. R. BANKR. P. 9018(1) FOR ORDER AUTHORIZING DEBTORS  
TO FILE UNDER SEAL PORTIONS OF MOTION FOR ORDER UNDER FED. R. BANKR. P.  
9019 AUTHORIZING AND APPROVING LICENSE AGREEMENT WITH DENSO  
CORPORATION IN SETTLEMENT OF PATENT INFRINGEMENT LITIGATION

("DENSO SETTLEMENT UNDER SEAL ORDER")

Upon the motion, dated April 21, 2006 (the "Motion"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") Under 11 U.S.C. § 107(b) And Fed. R. Bankr. P. 9018(1) For Order Authorizing Debtors To File Under Seal Portions Of Motion For Order Under Fed. R. Bankr. P. 9019 Authorizing And Approving License Agreement With Denso Corporation ("Denso") In Settlement Of Patent Infringement Litigation (the "Denso Settlement Motion"); and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and after due deliberation thereon; and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is GRANTED.
2. The Debtors, pursuant to 11 U.S.C. § 107(b) and Federal Rule of

Bankruptcy Procedure 9018(1), are authorized to file certain information contained in the Denso Settlement Motion, i.e., the license agreement annexed to the Denso Settlement Motion and the financial terms of the settlement between the parties reflected in the license agreement and disclosed in the Denso Settlement Motion (together, the "Confidential Materials"), under seal.

3. The Confidential Materials (and any information derived from the Confidential Materials) shall remain confidential, be filed under seal, and shall be served on and made available only to (a) the United States Trustee for the Southern District of New York, (b) counsel to the Creditors' Committee, and (c) such other parties as ordered by this Court or agreed to by the Debtors and Denso; provided that the Debtors shall file and serve the Denso Settlement Motion redacted of any Confidential Information, as provided in the Case Management Order (Docket No. 245) and Supplemental Case Management Order (Docket No. 2883).

4. Any pleadings filed in these cases that reference or disclose any of the information contained in the Confidential Materials shall be filed under seal in respect of such information and served only on those parties authorized to receive the Confidential Materials in accordance with this Order.

Dated: New York, New York  
April 24, 2006

/s/ ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE